

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
Old HB, Inc. :
(f/k/a Hostess Brands, Inc.), *et al.*,¹ : Case No. 12-22052 (RDD)
Debtors. : (Jointly Administered)
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**ORDER, PURSUANT TO 11 U.S.C. §§ 327(a),
328(a) AND FED. R. BANK. P. 2014(a) AUTHORIZING AND APPROVING
AN AMENDMENT TO THE RETENTION AND EMPLOYMENT OF HILCO
INDUSTRIAL, LLC, HILCO IP SERVICES, LLC AND HILCO REAL ESTATE, LLC**

This matter coming before the Court on the *Application Of Debtors And Debtors In Possession Pursuant To 11 U.S.C. §§ 327(a), 328(a) And Fed. R. Bank. P. 2014(a) For Entry Of An Order Authorizing And Approving An Amendment To The Retention And Employment Of Hilco Industrial, LLC, Hilco IP Services, LLC And Hilco Real Estate, LLC* (Docket No. 2757) (the "Application"),² filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); and the Court having reviewed the Application, and having heard the statements of counsel regarding the relief requested in the Application at a hearing before the Court on August 21, 2013 (the "Hearing"); and the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334(b), (ii) this is core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (iii) notice of the Application and the Hearing was sufficient under the circumstances; and there being no opposition to the requested relief; and

¹ The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Old HB, Inc.(f/k/a Hostess Brands, Inc.) (0322), IBC Sales Corporation (3634), IBC Services, LLC (3639), IBC Trucking, LLC (8328), Interstate Brands Corporation (6705) and MCF Legacy, Inc. (0599).

² Capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Application.

the Court having determined that the legal and factual bases set forth in the Application and the Hearing establish just cause for the relief granted herein, including that the fee terms of the Amendment are reasonable for purposes of 11 U.S.C. § 328(a);

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Amendment is approved, including the fee arrangement as provided therein.
3. Except as expressly modified by the Amendment, the Engagement Letter and the Retention Order shall remain in full force and effect
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the interpretation and implementation of this Order.

Dated: August 22, 2013
White Plains, New York

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE